

TRACTOR SUPPLY CO /DE/
Form 4
December 24, 2013

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Crudele Anthony F

2. Issuer Name and Ticker or Trading Symbol
TRACTOR SUPPLY CO /DE/
[TSCO]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
200 POWELL PLACE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/20/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP-Chief Financial Officer

BRENTWOOD, TN 37027

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common stock	12/20/2013		M ⁽¹⁾	30,000 A (1) 13.1038	193,178	D	
Common stock	12/20/2013		S ⁽¹⁾	30,000 D (1) 75.1816	163,178	D	
Common stock					56,128	I	Anthony Crudele Family Trust
Common stock					56,128	I	Diane M Crudele Family

Common stock	13,238	I	Trust Stock Purchase Plan
--------------	--------	---	------------------------------------

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option	\$ 13.1038	12/20/2013		M	772	02/03/2011 02/03/2020	Common stock	772	
Employee stock option	\$ 13.1038	12/20/2013		M	29,228	02/03/2012 02/03/2020	Common stock	29,616	
Employee stock option	\$ 13.1038					02/03/2013 02/03/2020	Common stock	29,612	
Employee stock option	\$ 25.8475					02/02/2012 02/02/2021	Common stock	18,644	
Employee stock option	\$ 25.8475					02/02/2013 02/02/2021	Common stock	18,646	
Employee stock option	\$ 25.8475					02/02/2014 02/02/2021	Common stock	18,646	
Employee stock option	\$ 42.54					02/08/2013 02/08/2022	Common stock	16,298	

Employee stock option	\$ 42.54	02/08/2014	02/08/2022	Common stock	16,298
Employee stock option	\$ 42.54	02/08/2015	02/08/2022	Common stock	16,298
Employee stock option	\$ 51.495	02/07/2014	02/07/2023	Common stock	14,360
Employee stock option	\$ 51.495	02/07/2015	02/07/2023	Common stock	14,358
Employee stock option	\$ 51.495	02/07/2016	02/07/2023	Common stock	14,358

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Crudele Anthony F 200 POWELL PLACE BRENTWOOD, TN 37027			EVP-Chief Financial Officer	

Signatures

Anthony F. Crudele by: /s/ Kurt D. Barton, as Attorney-in-fact 12/24/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) This transaction was made pursuant to a 10b5-1 plan established by Mr. Crudele on 11/11/2013.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.